

SOCIETY ACT

CERTIFICATE OF INCORPORATION

I Hereby Certify that

DWIGHT INTERNATIONAL SCHOOL SOCIETY

has this day been incorporated under the *Society Act*

Issued under my hand at Victoria, British Columbia

on July 13, 2009



RON TOWNSHEND
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA

**EXHIBIT
B**



**BRITISH
COLUMBIA**

The Best Place on Earth

File Number: S-55390

DWIGHT INTERNATIONAL SCHOOL SOCIETY

**I hereby certify that the documents attached hereto are copies of
documents filed with the Registrar of Companies on July 13, 2009**

**RON TOWNSHEND
Registrar of Companies**

Form 3

SOCIETY ACT

DWIGHT INTERNATIONAL SCHOOL SOCIETY

CONSTITUTION

1. The name of the society is the **DWIGHT INTERNATIONAL SCHOOL SOCIETY** (herein referred to as the Society).
2. The purposes of the Society are:
 - a. To operate an independent, non-profit school known as the Dwight International School, at 2731 East Shawnigan Lake Road, in Shawnigan Lake, British Columbia; and
 - b. To preserve and perpetuate the educational philosophies and values of the said Dwight International School and to produce students who excel academically, who have a strong sense of community responsibility, who demonstrate leadership in their community and who exhibit integrity in their conduct.

BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

Part 1 - Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:

"board of directors" means the governing body of the Society;

"directors" means the directors of the society for the time being;

"school" means the school operated by the Society.

"Society" means Dwight International School Society;

"*Society Act*" means the *Society Act* of British Columbia from time to time in force and all amendments to it;

"special resolution" means a resolution passed by a majority of not less than three quarters (3/4) of those members entitled to vote and who are present at a meeting of the

Society of which at least twenty-one (21) days' notice specifying the intention to propose a resolution as a special resolution has been duly given.

"registered address" of a member means the member's address as recorded in the register of members.

- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 - MEMBERSHIP

- 3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4 A person may apply to the directors for membership in the Society and on acceptance by the directors is a member.
- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
- 7 A person ceases to be a member of the society
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
- 8 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

- 9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

- 10 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12 The directors may, when they think fit, convene an extraordinary general meeting.
- 13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

15 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the following:
- (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16 (1) Business, other than the election of a chair and the adjournment or termination of the

meeting, must not be conducted at a general meeting at a time when a quorum is not present.

- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 17** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 18** Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 19** If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair,
- the members present must choose one of their number to be the chair.
- 20** (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 21** (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

- 22 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands unless a motion for ballot vote is passed.
- (3) Voting by proxy is not permitted.
- 23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 - Directors and Officers

- 24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 25 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be 3 or a greater number determined from time to time at a general meeting.
- 26 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation, otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office for an indefinite term, and may only cease to hold

office in the event of one of the following:

- (a) He or she ceases to be a member of the Society;
- (b) His or her resignation has been tendered in writing to the Board of Directors; or
- (c) He is she is removed for cause, by not less than a special (3/4) majority of the Directors.

- 28** (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 29** The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 30** A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 - Proceedings of Directors

- 31** (1) The directors shall meet at least quarterly, and may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 32** (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

- 33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 34 The members of a committee may meet and adjourn as they think proper.
- 35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 36 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 38 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 39 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

- 40 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 41 The vice president must carry out the duties of the president during the president's absence.
- 42 The secretary must do the following:
- (a) conduct the correspondence of the society;

- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer
- (e) have custody of the common seal of the society;
- (f) maintain the register of members.

43 The treasurer must

- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
- (b) render financial statements to the directors, members and others when required.

44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).

45 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 - Seal

46 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 - Borrowing

48 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

49 A debenture must not be issued without the authorization of a special resolution.

50 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 - Auditor

51 This Part applies only if the society is required or has resolved to have an auditor.

- 52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 54 An auditor may be removed by ordinary resolution.
- 55 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56 A director or employee of the society must not be its auditor.
- 57 The auditor may attend general meetings.

Part 11 - Notices to Members

- 58 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 59 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 60 (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

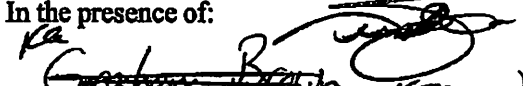
Part 12 - Bylaws

- 61 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 62 These bylaws must not be altered or added to except by special resolution.

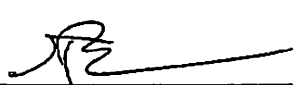
Dated: July 1st, 2009

SIGNED, SEALED AND DELIVERED

In the presence of:


Name KENNETH P. GUSTAFSON
420 580 Douglas St
Victoria BC V8N 2S1
4588 William Head Rd.

9


GRAHAM BROWN
4588 WILLIAM HEAD RD
VICTORIA BC
V9C 3Y8

Address

~~4588 William Head Rd.~~

Occupation

~~MARK WILLIAM BANNAR-MARTIN~~

Name JERRY SALVADOR
4588 William Head Rd.

~~5152 William Head Rd.~~

Address

~~VICTORIA BC V9C 4H5~~
Head of School

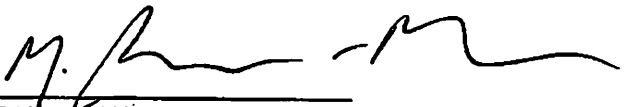
~~Head of Academics~~

Occupation

WITNESS TO
MARK WILLIAM
BANNAR-MARTIN

~~GRAHAM BROWN~~

~~4588 William Head Rd.~~
~~Victoria, BC V9C 3Y6~~



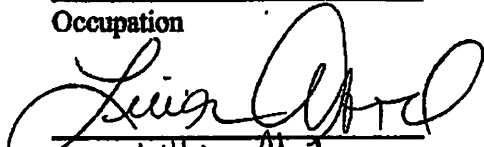
MARK WILLIAM BANNAR-MARTIN

5152 William Head Rd.
Victoria, BC V9C 4H5

Name

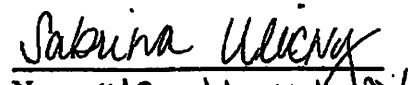
Address

Occupation


Name Lillian Abad

381 Park Avenue South
Address N.Y., N.Y. 10016

Office Manager
Occupation


Name SABRINA ULICNY

291 Central Park West
Address NY, NY 10024

Executive Assistant
Occupation

Name

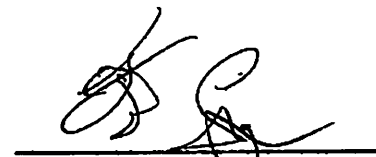
Address

Occupation

ART DENNIS BRENDON


3344 Happy Valley Rd.
Victoria, BC V9C 2W4

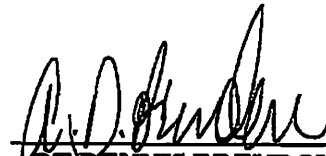

BLAKE SPAHN
465 Park Avenue
New York, NY 10022


KIRK SPAHN
465 Park Avenue
New York, NY 10022

DAVID ROSE

6 Friern Barnet Lane
London, UK N11 3LX


~~A. BRENDON~~
Name JERRY SALVACION
4588 William Head Rd.
~~3344 HAPPY VALLEY RD~~
Address VICTORIA BC
Head of school
~~TEACHER / ARTIST~~
Occupation WITNESS TO
ART DENNIS BRENDON


ART DENNIS BRENDON
3344 Happy Valley Rd.
Victoria, BC V9C 2W4

Name

Address

Occupation

BLAKE SPAHN
465 Park Avenue
New York, NY 10022

Name

Address

Occupation

KIRK SPAHN
465 Park Avenue
New York, NY 10022

Name

Address

Occupation

DAVID ROSE
6 Friern Barnet Lane
London, UK N11 3LX

Name

Address

Occupation

ART DENNIS BRENDON

3344 Happy Valley Rd.
Victoria, BC V9C 2W4

Name

Address

Occupation

BLAKE SPAHN

465 Park Avenue
New York, NY 10022

Name

Address

Occupation

KIRK SPAHN

465 Park Avenue
New York, NY 10022

Witnessed by:-

ROBERT VAN TURENHOUT

Name

58 HOLLY PARK ROAD
LONDON N11 3HD, UK

Address

CHARTERED CERTIFIED
ACCOUNTANT

Occupation

DAVID ROSE

6 Friern Barnet Lane
London, UK N11 3LX







BRITISH
COLUMBIA
The Best Place on Earth

Ministry
of Finance
BC Registry Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
Location:
2nd Floor - 940 Blanshard Street
Victoria BC
www.fln.gov.bc.ca/registries

FORM 4
(Section 3)
Society Act

Telephone: 250 356-8609

Freedom of Information and Protection of Privacy Act (FOIPPA):
Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

LIST OF FIRST DIRECTORS OF _____ DWIGHT INTERNATIONAL SCHOOL SOCIETY
(Name of Society)

FULL NAMES

RESIDENTIAL ADDRESSES*

- | | |
|---|--|
| 1. <u>Stephen</u>
<u>STEPHAN SPAHN</u> | <u>465 Park Ave. 19W, New York, NY USA 10022</u> |
| 2. <u>JERRY SALVADOR</u> | <u>4588 William Head Rd., Victoria, BC V8C 3Y6</u> |
| 3. <u>YUQING XU</u> | <u>12167 Kate Dr., Los Altos Hills, CA USA 94022</u> |
| 4. _____ | _____ |
| 5. _____ | _____ |

Note: (a) One director must be ordinarily resident in British Columbia.

(b) Full names and residential addresses are required for all directors.

* This address must be a complete physical address. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as a complete address. You must also include a postal code. If an area does not have street names or numbers, please provide a description that will readily allow a person to locate the office.

YYYY / MM / DD

Dated on 2009/06/25

Dwight International School Society

(Name of Society)

by

Stephen Spahn
(Signature)

Director

(Relationship to Society)



BRITISH COLUMBIA
The Best Place on Earth

Ministry
of Finance
BC Registry Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
Location:
2nd Floor - 940 Blanshard Street
Victoria BC
www.fln.gov.bc.ca/registries

**SOCIETY
NOTICE OF ADDRESS
OF SOCIETY**
Form 5
Sections 3 and 10
SOCIETY ACT

Telephone: 250 356-8609

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink. Complete all areas of the form. The Corporate Registry may have to return documents that do not meet this standard.

- Item A** Enter the Incorporation Number. This number is assigned at the time of incorporation and is located in the upper right-hand corner of the Certificate of Incorporation.
- Item B** Enter the exact name as shown in Item 1 of the society's constitution, or on the Certificate of Incorporation or Change of Name.
- Item C** Enter the complete physical address for the society. In addition you may include general delivery, post office box, rural route, site or comp. number as part of the address. The Corporate Registry cannot accept a PO Box number alone as a physical address. You must include a postal code. If an address does not have street names or numbers, provide a description that would readily allow a person to locate the office. This is the address of the society in British Columbia to which all communications and notices may be sent where the society's records are kept and at which all documents may be served.

Filing Fee:

To register the address of a society at the time of incorporation: no fee
To change the address of an incorporated society: \$15.00 Submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

Important Note:

If this form is used to register the address of a society at the time of incorporation no filing fee is charged. If this form is used to change the address of a society after it is incorporated a filing fee of \$15.00 is applicable.

Note: A change of address has effect on the day after the notice is filed with the registrar.

A CERTIFICATE OF INCORPORATION NUMBER

OFFICE USE ONLY - DO NOT WRITE IN THIS AREA

Freedom of Information and Protection of Privacy Act (FOIPPA):
Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 358-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

B FULL NAME OF SOCIETY

DWIGHT INTERNATIONAL SCHOOL SOCIETY

C ADDRESS OF SOCIETY (must be a physical address - refer to definition in Instructions above)

420-880 Douglas St.
Victoria

PROVINCE	POSTAL CODE
B.C.	V8W 2B7

D CERTIFIED CORRECT - I have read this form and found it to be correct.

Signature of a current Director, Officer, or Society Solicitor

DATE SIGNED
YYYY/MM/DD

X

Steph Spal DIRECTOR

June 25 2009